

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

X

HIGHFIELDS CAPITAL LTD., :
HIGHFIELDS CAPITAL I LP, :
HIGHFIELDS CAPITAL II LP, :
Plaintiffs, : Civ. No. 04-10624 (MLW)
v. :
SCOR, S.A., :
Defendant. :
X

**DECLARATION OF DOUGLAS H. MEAL IN SUPPORT OF DEFENDANT
SCOR'S CROSS-MOTION TO COMPEL PRODUCTION OF DOCUMENTS
RELATING TO SUBJECT MATTER JURISDICTION**

DOUGLAS H. MEAL, ESQ., declares under penalty of perjury that the following is true and correct:

1. I am a member of the Bar of the Commonwealth of Massachusetts and a member of Ropes & Gray LLP, counsel to Defendant SCOR in the above-captioned matter. I submit this declaration in support of SCOR's Motion to Compel Production of Documents Relating to Subject Matter Jurisdiction.

2. I am fully familiar with the facts set forth in this declaration, either from personal knowledge or on the basis of documents that have been provided to me.

3. Attached hereto as Exhibit 1 is a true and correct copy of Defendant SCOR's First Request for the Production of Documents by Plaintiffs, dated January 31, 2006.

4. Attached hereto as Exhibit 2 is a true and correct copy of Plaintiffs' Response to Defendant SCOR's First Request for the Production of Documents by Plaintiffs, dated March 2, 2006.

5. Attached hereto as Exhibit 3 is a true and correct copy of the Stipulation and Protective Order, dated February 27, 2006.

Executed in Boston, Massachusetts on June 28, 2006.

/s/ Douglas H. Meal

Douglas H. Meal